

1 Michael A. Sweet (Bar No. 184345)  
msweet@foxrothschild.com  
2 **FOX ROTHSCHILD LLP**  
3 345 California Street, Suite 2200  
San Francisco, CA 94104  
4 Telephone: (415) 364-5540  
Facsimile: (415) 391-4436  
5

6 Former Counsel to the [Now Disbanded] Official  
Committee of Unsecured Creditors  
7

8 UNITED STATES BANKRUPTCY COURT  
9 NORTHERN DISTRICT OF CALIFORNIA  
10 SAN JOSE DIVISION  
11

12 In re:

13 SANTA CRUZ BERRY FARMING  
COMPANY, LLC,  
14 Debtor-in-Possession.  
15

Case No. 15-51771-MEH  
Chapter 11

Jointly Administered with  
No. 15-51772

16 ☐ Also affects:  
17 ☐ Only Affects:

18 CORRALITOS FARMS, LLC,  
19 Debtor-in-Possession.  
20

No Hearing Required

21 **APPLICATION FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**  
22 **UNDER § 503(4)**

23 Fox Rothschild LLP ("Fox," or "Applicant"), former counsel for the Now Disbanded Official  
24 Committee of Unsecured Creditors (the "Committee") of debtor Santa Cruz Berry Farming  
25 Company, LLC, pursuant to this Court's Order Granting Debtor's Motion to Fix Bar Date for Filing  
26 Applications Seeking Administrative Expenses and to Designate Form and Manner of Notice of Bar  
27 Date [Docket No. 366] (the "Bar Date Order"), hereby seeks entry of an order for allowance and  
28 payment of Fox's administrative expense claim in the amount of One Hundred Seventeen Thousand

1 Four Hundred Sixty-Seven and 13/100 (\$117,467.13) pursuant to 11 U.S.C. § 503(4). In support of  
2 this Application, Fox states as follows:

3 **I.**

4 **STATEMENT OF FACTS**

5 1. This case was commenced on May 25, 2015 (the “Petition Date”).

6 2. The Official Committee of Unsecured Creditors was formed on June 9, 2015 and until  
7 disbanded by the United States Trustee consisted of Cedar Point Nursery, FMG Farm Contracting,  
8 Inc., Sambrailo Packaging, Quiedan and Sturdy Oil Company. The Committee engaged Fox to  
9 represent it in this case. On June 25, 2015, the Court entered its Order Approving the Employment  
10 of Fox Rothschild LLP as Counsel for the Committee *Nunc Pro Tunc* to June 10, 2015 [Docket No.  
11 80].

12 3. On November 9, 2015 the United States Trustee disbanded the Committee.

13 4. On November 24, 2015 the Court entered an order terminating the employment of  
14 Applicant as Counsel to the Committee effective upon the Committee’s dissolution and permitting  
15 Counsel to file its final fee application.

16 5. On December 30, 2015, Fox filed its First and Final Application for Compensation  
17 and Reimbursement of Expenses for Fox Rothschild LLP as Counsel to the Now Disbanded Official  
18 Committee of Unsecured Creditors of Debtor Santa Cruz Berry Farming Company, LLC [Docket  
19 No. 299].

20 6. The Fox fees and expenses have been approved. On January 28, 2016, the Court  
21 entered its Order Granting First and Final Application for Compensation and Reimbursement of  
22 Expenses for Fox Rothschild LLP as Counsel to the Now Disbanded Official Committee of  
23 Unsecured Creditors of Debtor Santa Cruz Berry Farming Company, LLC [Docket No. 312] (the  
24 “Order”). A true and correct copy of the Order is attached hereto as **Exhibit 1**.

25 7. Fox believes that the order on its fees and expenses is sufficient to support its  
26 administrative claim. However, in an abundance of caution, and in light of the order setting the  
27 Administrative bar date and the notice requiring the filing of applications for administrative claims,  
28 Fox seeks entry of an order for allowance and payment of its administrative expense claim in the

1 amount of One Hundred Seventeen Thousand Four Hundred Sixty-Seven and 13/100 (\$117,467.13).

2 **II.**

3 **LEGAL ANALYSIS**

4 Section 503(4) provides that:

5 “reasonable compensation for professional services rendered by an  
6 attorney or an accountant of an entity whose expense is allowable  
7 under subparagraph (A), (B), (C), (D), or (E) of paragraph (3) of this  
8 subsection, based on the time, the nature, the extent, and the value of  
9 such services, and the cost of comparable services other than in a case  
under this title, and reimbursement for actual, necessary expenses  
incurred by such attorney or accountant;

10 11 U.S.C. §503(4).

11 **III.**

12 **CONCLUSION**

13 WHEREFORE, Fox respectfully requests the entry of an order allowing its administrative  
14 expense claim under Section 503(4) in the amount of One Hundred Seventeen Thousand Four  
15 Hundred Sixty-Seven and 13/100 (\$117,467.13), directing the Debtor to pay said claim forthwith,  
16 and granting such other and further relief as this Court may deem just and proper.

17 Dated this 6th day of May 2016.

18 **FOX ROTHSCHILD LLP**

19 By /s/ Michael A. Sweet

20 MICHAEL A. SWEET

21 *Former Counsel for the Now Disbanded Official*  
22 *Committee of Unsecured Creditors*  
23  
24  
25  
26  
27  
28

# **EXHIBIT 1**



Michael A. Sweet (Bar No. 184345)  
msweet@foxrothschild.com  
**FOX ROTHSCHILD LLP**  
345 California Street, Suite 2200  
San Francisco, CA 94104  
Telephone: (415) 364-5540  
Facsimile: (415) 391-4436

The following constitutes  
the order of the court. Signed January 28, 2016

*M. Elaine Hammond*

Former Counsel to the [Now Disbanded] O. [redacted]  
Committee of Unsecured Creditors  
**M. Elaine Hammond**  
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re:

SANTA CRUZ BERRY FARMING  
COMPANY, LLC,  
  
Debtor-in-Possession.

Case No. 15-51771-MEH  
Chapter 11

Jointly Administered with  
No. 15-51772

☐ Also affects:  
☐ Only Affects:

CORRALITOS FARMS, LLC,  
  
Debtor-in-Possession.

Judge: Hon. M. Elaine Hammond  
Date: January 27, 2016  
Time: 10:30 a.m.  
Place: 280 South First Street,  
Courtroom 3020  
San Jose, CA 95113

**ORDER GRANTING FIRST AND FINAL APPLICATION  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR FOX ROTHSCHILD LLP AS COUNSEL TO THE NOW DISBANDED  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DEBTOR SANTA  
CRUZ BERRY FARMING COMPANY, LLC**

On January 27, 2016, a hearing was held on the First and Final Application for Compensation and Reimbursement of Expenses (the "Fox Application") of Fox Rothschild LLP ("Fox," "counsel," or "Applicant"), former counsel for the Now Disbanded Official Committee of Unsecured Creditors (the "Committee") of debtor Santa Cruz Berry Farming Company, LLC. Based

1 upon the Court's review of the Fox Application and the supporting exhibits, the absence of any  
2 timely filed opposition to the Fox Application, and it appearing that notice has been given under  
3 applicable rules, and good cause appearing therefore;

4 IT IS HEREBY ORDERED that:

5 The Fox Application is approved, and fees in the amount of \$116,375.50 and expenses in the  
6 amount of \$1,091.63 are allowed to Fox for the period from June 10, 2015, through December 30,  
7 2015. The Debtor is authorized to pay Fox the amount of \$117,467.13.

8 IT IS SO ORDERED.

9  
10  
11 \*\*END OF ORDER\*\*  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

COURT SERVICE LIST

ECF Participants

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

A true and correct copy of the foregoing document described as **APPLICATION FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM UNDER § 503(4)** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **May 6, 2016**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

- Effie F. Anastassiou effieesq@salinasaglaw.com, paralegal@salinasaglaw.com
- Dale L. Bratton Brattonlaw@comcast.net
- William S. Brody wbrody@buchalter.com, dbodkin@buchalter.com
- Rebecca A. Caley rcaley@caleylaw.com
- Barbara Choi BChoi@abc-law.com, JPasquini@abc-law.com
- Cecily A. Dumas cecily.dumas@pillsburylaw.com
- Donald T. Dunning ddunning@dunninglaw.com, jmaclead@dunninglaw.com
- Julie M. Glosson julie.m.glosson@usdoj.gov
- Ralph P. Guenther courts@tkdougherty.com, angelal@montereylaw.com
- Brian R. Hayag brian.hayag@pillsburylaw.com
- Toriana Holmes tsh@severson.com
- Thomas P. House tomhouse@attorneyhouse.com
- John H. Kim jkim@cookseylaw.com
- Steven Koch smk@tularecountylaw.com
- Susan B. Luce sbluceatty@yahoo.com
- Austin P. Nagel melissa@apnagellaw.com
- Jerry Namba nambaepiq@earthlink.net, jnambaepiq@earthlink.net
- Henry B. Niles hbniles@hbniles.com
- Office of the U.S. Trustee / SJ USTPRegion17.SJ.ECF@usdoj.gov, ltroxas@hotmail.com
- Thomas J. Polis tom@polis-law.com, paralegal@polis-law.com
- Anne K. Secker asecker@nheh.com
- Michael A. Sweet msweet@foxrothschild.com, pchlum@foxrothschild.com
- Thomas A. Voegel tvogele@tvalaw.com, abrown@tvalaw.com
- Joseph M. Welch jwelch@buchalter.com, dcyrankowski@buchalter.com

☐ Service information continued on attached page



**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):

On May 6, 2016, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Judge M. Elaine Hammond  
United States Bankruptcy Court – Northern District of California  
United States Courthouse, Room 3035  
280 South First Street  
San Jose, CA 95113-3099

☐ Service information continued on attached page

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

5/6/2016

*Date*

Patricia Chlum

*Type Name*

s/Patricia Chlum

*Signature*